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THE DAUGHTER OF SPIDER-MAN®

SPIDER-GIRL®

OOPS!

The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines! Stan Lee presents...

SPIDER-GIRL

PREVIOUSLY

During an encounter with *Kaine*, *Spider-Girl* experiences one of his precognitive flashes and sees herself being murdered by a member of the crime cult called the *Scriers*.

After many *Avengers* are injured in battle, *Tony Stark* recruits some old soldiers to aid the team.

Having learned that *Normie Osborn* may be harboring the *Venom* symbiote, the *Avengers* attempt to take him into custody.

During the ensuing scuffle, the *Scarlet Witch* accidentally zaps *Tony Stark's unnamed bodyguard* with a hex bolt and seemingly short-circuits his mind.

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AND YOU DON'T MESS AROUND WITH JIM!

You've always referred to him as ***Fred*** because you never knew his real name.

He's a living powerhouse who works for ***Tony Stark***, a multi-gazillionaire who was once the legendary ***Iron Man***.

Creature must be SUBDUED.

Keep SPIDER-GIRL off my back.

And he just went berserk and took out some of Earth's Mightiest Heroes--***Mainframe***, ***J2***, ***Hawkeye***, ***the Scarlet Witch***, ***Ant-Man***, ***Raptor*** and the ***Green Goblin***--in a matter of moments.

Your name is ***May "Mayday" Parker***, and you are the daughter of ***Spider-Man***.

At times like these you almost wish you'd inherited an old ***Chevy***--

--instead of a pair of ***web-shooters*** and some rather amazing ***spiderlike powers***.

Tony Stark MURDERED me!

Guy's pretty chatty for a corpse.

I don't care if he's a zombie, a robot or some other freak of nature or science.

We've got to stop him before he accidentally kills somebody.

WE--?! What you mean *we*, web-girl?

Tony Stark must DIE!

Sorry!

Heat of battle and that sort of thing.

What do you want to be called?

That's a problem.

All the good super-names seem to be taken.

Especially the spider-related ones.

C'mon, Normie-- you said you wanted to use the *Venom symbiote* to become a hero.

Join the program!

Uhhhhh...

Could we continue this discussion later?

Please stop using our *real name*...unless you want us to use *yours*.

I could use a *hand* here.

Like NOW!

Okay.

Okay.

Creature must be SUBDUED.

Keep SPIDER-GIRL off my back.

In fact, we're going to grow a couple of extra arms and try to pound some sense into you.

If *fists* don't work--

Relax, Spider-Girl! I was just going to--

ARRGH!

KWA-POOM!

Buddy, you're going to *wish* we were *Spider-Girl.*

Not only are we a lot *heavier*--

--we're nowhere near as *compassionate.*

--we can always go the *Carnage* route and switch to *machetes.*

Normie, *no!*

Heroes don't KILL!

Creature must be SUBDUED.

Normie--!

Even as your mind boils with questions, you react instinctively to save your friend...

Was he injured because of you?

Did you make him hesitate?

Would he have skewered Fred?

Who is truly in control-- *Normie or the symbiote?*

On some subconscious level, you realize you fear the answers far more than any super-menace.

Gotcha!

Thanks, but FYI-- --don't DISTRACT us when we're at WORK!

Y'know, I could still drop you.

Yesssss, but we suspect heroes don't drop, either.

At that very moment, across town at *Avengers Mansion*...

Your ringers should have stayed ***retired,*** Stark.

They weren't ready to return to the field.

What's with your bodyguard, anyway? Why would Wanda's hex drive him crazy and send him after you?

Is he some kind of ***robot*** or ***android?***

And, *top priority,* how do we ***stop*** him?

I...I'm not sure that's even ***possible,*** *Stinger.*

C'mon, I know you. You build a ***fail-safe*** *into everything.*

What's his story, Stark? What haven't you told us?

H-he is both my greatest success...

...and my most tragic *failure.*

Everybody okay? I'm practically invulnerable, and my head's still rattling from the punch Mr. Mysterious gave me.

Everyone seems to have survived, *J2*...except for poor *Mainframe* here.

Can't he be rebuilt or something?

Actually, *Goblin*... I just had to upload my programming into one of my backup bodies.

Yeow! You could have spared me a little grief if you had told me about that little trick of yours.

There is much we don't know about each other, *Hawkeye*.

Need a lift to your *glider?*

Nah, I got a *remote control.*

Look, I know *Stark* shoved me, the *Witch*, *Ant-Man* and his psycho bodyguard down your throats.

Based on the way things worked out, it was obviously a *bad idea*--

--but we still need to get past it and at least *try* to work together.

I may not be the sharpest pencil in the box, but I think what you really mean is--

--AVENGERS ASSEMBLE!

Just then, at the allegedly abandoned amusement park that actually serves as the secret headquarters for a government super-team...

Big Man-- ***Quickwire--*** have either of you seen ***Raptor?***

I haven't been able to find her ever since I asked her to keep an eye on her fiancé, ***Norman Osborn.***

She's a good kid, ***Agent Weadon.*** I'm sure she's just following your orders and will return as soon as she has something substantial to report.

Unless she ditched us and returned to crime.

That would be very *unfortunate...* for us all.

There are those who'd love an excuse to shut us down.

Not everyone believes the government should be employing former criminals.

By the way, ***Kaine*** also appears to be missing. Where is he?

An alley in south Brooklyn...

I knew you ***Scriers*** had a nest in the area. It was only a matter of time before I found it.

You can save yourselves a visit to ***Planet Pain*** by telling me why you've targeted ***Spider-Girl.***

Are you ***insane,*** Kaine?

She means ***nothing*** to us.

LIAR! I have seen the truth.

I swear I'll destroy you all before you can harm her!

Meanwhile, high above the streets of Manhattan...

Please let me help you, Jim. I understand your feelings about Stark.

We are far more similar than you think.

Tony Stark MURDERED me!

That isn't quite true, and we both know it.

Creature must be SUBDUED!

W-whaaa--?!?

Creature must be SUBDUED!

Y-you're initiating a system-wide shutdown.

C-can no longer transfer programming.

Tony Stark must DIE!

D-don't do it, Jim!

You *can't*...

You *mustn't*...

Seems your boy just bumped *Mainframe* off the table.

The guy obviously knows *Starktech* well enough to take Bolt Brain's *Lazarus Protocol* off-line.

I guess that's because... in so many ways...he... he is Starktech.

Enough equivocating, Stark! Lives are at stake.

Who or *what* are we dealing with?

His real name is Jim Rhodes, and he was my best friend...

"Jim and I met shortly after I first became *Iron Man*, and we've saved each other's lives on countless occasions.

"He knew my secret identity and even filled in for me when I wasn't quite up to the task.

"Jim later took on his own costumed identity and joined the West Coast branch of the Avengers as *War Machine*.

"When the *Avengers* officially disbanded a number of years ago, I retired from super heroics.

"Realizing that the world still needed heroes, I built the *Mainframe* robot to carry on the tradition...

"As you know, the ***Scarlet Witch*** was *indisposed* for a number of years.

"In an attempt to help her, I designed and built a ***Nanite Agenda*** to super-charge the human body.

"Of course, the process was not without risk.

"I intended to test it on myself, but Jim beat me to it.

"The Agenda appeared to be a success at first.

"Unfortunately, the nanites kept multiplying and continued to transform him, making him less human with each passing day..."

"It mutated Jim, making his skin as hard as steel and giving him the ability to generate concussive blasts of energy.

*A-are you saying he's no longer **human**?*

Frankly, it depends on how you define *human*.

I can't explain why Wanda's hex affected his mind. I can, however, disable his nanites--

--but the procedure may ***kill*** him.

Elsewhere...

RRRNT! RRRNT! RRRNT!

ENGINE Co 28

Hit the truck, men!

The city needs its *bravest* to get some capes in line.

I'm glad ya came down to see me, Maurice, but I gotta go.

A bunch'a super-jerks are tearin' up the city again.

Y-you be *careful*, Dad.

Always!

Yeah, Moose thinks, knowing that a cautious man wouldn't be mounted on a fire truck.

Wouldn't be racing into danger!

He'd be home on sick leave, attending to his recently diagnosed cancer.

Yeah, but his dad still has a job to do--

--and *nothing* can stop him!

Meanwhile...

Creature must be SUBDUED.

Keep SPIDER-GIRL off my back.

Tony Stark must DIE!

Blah Blah Blah!

You're starting to bore me, dude.

We need to move on to a new and interesting conversation.

Any chance you've played the upgraded *Playstation* system?

Now that's *COOOOL!*

TWAMMM!

Well done, *J2!* You have positioned him perfectly.

You're up, *Wanda!* Let's show this clown how we used to do things in the old days.

Careful-- there's no telling what'll happen if you hit him with another hex bolt.

I am well aware of the danger, *Hawkeye--*

--which is why I am aiming at the *roof* beneath him!

Tony Stark must DIE!

Creature must be SUBDUED.

EEEEEEEEEEEEE

That's why I'm going to use my cybernetic helmet to crank up the volume inside your ear canal--

My sentiments exactly.

--for a headache even *Excedrin Extreme* can't cure!

ARRRRRGGGHH!

While Ant-Man's distracting him, I'll just take aim and-- *oh, man!*

I wish I could have run more tests on these goggles that ***Stark*** invented to restore my sight.

This shot has to be *perfect* because I'm only going to get one try at it!

Is that one of your trick arrows? ***Cool!*** I remember reading about those things when I was a kid.

What does it do--*expand into a giant* ***boxing glove*** *or steel-plated* ***Quonset hut?***

Nothing so dramatic, kid...

TWING!

TWAK!

PZZZT!

KZAAAAAAAAAK

Meanwhile...

Jim has grown too ***powerful*** over the years. The current team of ***Avengers*** is no match for him.

Not even with the help of ***Spider-Girl*** and her friends.

It's time I faced the *truth*. Jim is my ***friend.***

My responsibility!

And I'm the only one who can take him ***down!***

Woof! Woof! We are so baaaad!

You guys may be old, but you still got the goods!

Uhhhh... thanks.

You as beat as me?

'Fraid so.

We should collect Raptor and the Green Goblin before our "friends" remember their original mission--

--and attempt to take us into custody.

Us--?! What do you mean us, symbiote-guy?

Maybe you should just-- Uh-oh!

Face front, true believers!

I'm suddenly sensing that this battle is far from over.

Our foe has opened his eyes, and they're beginning to glow--!

PWHA-PWOOOM!

Creature must be SUBDUED.

Keep SPIDER-GIRL off my back.

Tony Stark must DIE!

No one will *die* today, Jim--

--and that's a promise from the invincible IRON MAN

Hoo-boy! Is that really *Stark* or is it another one of his lackeys?

Not our problem--

--unless he comes after *us.*

Tony Stark MURDERED me!

If you were in your right mind, you'd know that was a *lie.*

Of course, I wouldn't be in this old relic if you were thinking straight.

Tony Stark must DIE!

I may not have always lived the most exemplary life--

--but my conscience is clear in regards to you.

You went behind my back--

--and tested the *Nanite Agenda* on yourself.

I know you only had the best of intentions.

You did it to protect me.

Tony Stark MURDERED me!

I'll admit I'm not entirely blameless.

You wouldn't be in this mess if I hadn't tried to help the *Avengers.*

I never should have forced you and the others on *Mainframe.*

It's somewhat ironic that I designed the *Nanite Agenda* to help Wanda--

--and her hex bolts *unhinged* you.

Tony Stark must DIE!

You once wore a version of this armor, Jim, and you should realize that--*oh, no! NO!*

Even though you keep repeating yourself, your mind is as clear as ever.

While I've been pontificating, you disabled my weapons systems by beaming a steady stream of nanites into my armor and--

ARRRRK!

Tony Stark must DIE!

KA-ZAMMM!

Ouch! That's gotta leave a nasty bruise--

--even if that *armor-plated Armani* is fitted with interior air bags.

I never much cared for Tony Stark.

Bit too pompous for my tastes.

But you need a *time-out,* buddy boy.

We need to stop this fight *ASAP.*

You're supposed to be a *hero,* remember?

Good guys aren't supposed to fight other good guys.

Kind of sends the wrong message, *y'know?*

Oh, NO!

I hit him too hard.

He's going over the roof.

He'll be fine, Spider-Girl...

He's practically invulnerable.

Tell you the truth, Stark--

--I wasn't worried about him!

Okay, genius-- *let's see if you're as good as your rep.*

Tell me you whipped up a gizmo to save the day.

I did...but I hoped it wouldn't be necessary.

Why not?

There's a chance it may *kill* Jim.

Terrific.

Wonderful.

Swell.

Too much information, Stark.

Jim, I need you to do me a really big favor.

*Be a pal--be a buddy--*and throw this fight.

Please take a dive before I do something we may both regret.

Keep SPIDER-GIRL off my back.

Creature must be SUBDUED.

Not quite the response I was hoping for.

Why is she hesitating? She should employ the device.

You don't know our girl very well.

She has no stomach for killing.

You should have sent us.

Keep SPIDER-GIRL off my back.

Please, Jim-- *if that really is your name--**please*** don't force me to hurt you.

KZAAK!

Clear the area!

You're standing too close to--

Oh, no!

KRASH!

Ohmigosh!

That poor fireman--!

H-he wouldn't have been injured if I hadn't dodged that blast and--

+UGGGN!+

Keep SPIDER-GIRL off my back.

That incompetent fool--!

She allowed Jim to destroy the device.

Watch your mouth, Stark. You're talking about a friend of ours.

There must be *another* way to stop your former associate--

--and we can only assume it's locked within your egotistical little brain.

Creature must be SUBDUED.

Keep SPIDER-GIRL off my--

--back?

Hold that pose, chuckles!

Stark told us a great way to shock some sense into your--

ZZAAAAAAAK!

--b-but it's going to STING a little!

I-is something *burning?*

Oh, great!

I-it's *us.*

Later...

I really hope Stark can fix this guy. He could do a lot of good--*y'know*--if he wasn't trying to kill us.

You show a lot of potential, Spider-Girl, but you really need to obey orders.

STARK

Get off my back, Stark!

I know you don't like me. It's understandable. I've been abrasive and dismissive toward you.

While I still think your hesitation could have cost lives, I want to thank you for sparing my friend.

Now, if you'll excuse me, I should look in on him.

We didn't exactly cover ourselves with glory today, people.

Maybe we should have stayed ***retired.***

I disagree.

We can still contribute to the ***Avengers***...as *teachers* and *mentors.*

I hate to bring this up--*since he's the big hero*--but we did come here to arrest Osborn, ***right?***

Yeah, about that--

In case you people aren't aware of it, ***Raptor*** is actually a *government agent*--

--and I'm already in the protective custody of her tender talons.

Is Normie crazy?

Raptor will have to turn him over to ***Special Agent Weadon.***

Does he really want to join Kaine's super-team?

Or is he planning *something else?*

That's when you suddenly remember the injured fireman, and--

--oh, no!

H-he's *Moose's DAD!*

Oh, no!

A hidden temple on another continent...

Master, I have received a most disturbing report from our brothers in *America*...

It seems our old enemy ***Kaine*** has recently renewed his war against us.

I see no problem.

Eliminate him.

Many have tried, Raza.

All have failed.

What has changed? Why is ***Kaine*** challenging us now?

It has been reported that he is asking questions about someone called *Spider-Girl*.

Spider-Girl--?!

Who is Spider-Girl?

I know not.

Assign one of our American brethren to learn of this *Spider-Girl*.

Perhaps *she* can provide a lever that we can use to destroy ***Kaine***.

To hear is to obey, mighty Raza.

THE END... for now!